**SUNOCO INC** Form 4 September 12, 2008

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or

Form 5 obligations

may continue. See Instruction 1(b).

**SECURITIES** Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person \*

FAIRBAIRN URSULA F

(First)

(Middle)

1735 MARKET STREET

(Zip)

(Street)

2. Issuer Name and Ticker or Trading

Symbol

SUNOCO INC [SUN]

3. Date of Earliest Transaction

(Month/Day/Year) 09/10/2008

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

**OMB** 

Number:

Expires:

response...

Estimated average

burden hours per

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

Issuer

(Check all applicable)

X\_ Director 10% Owner Officer (give title Other (specify

below)

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

6. Ownership

Form: Direct

(Instr. 4)

(D) or Indirect Beneficial

Person

5. Amount of

Securities

Owned

Beneficially

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

PHILADELPHIA, PA 19103-7583 (State)

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

(Month/Day/Year)

4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8)

(Instr. 3, 4 and 5)

Following Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

7. Nature of

Ownership

(Instr. 4)

Indirect

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Conversion Security or Exercise

Price of

(Instr. 3)

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if (Month/Day/Year)

5. Number of 4 TransactionDerivative Code Securities (Instr. 8) Acquired (A)

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

8. Pı Deri Secu (Inst

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	Derivative Security	or Disposed of (D) (Instr. 3, 4, and 5)									
			Code	V (A)	(D) Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Deferred Share Units	(1)	09/10/2008	A	59.046	<u>(2)</u>	(2)	Common Stock	59.046	\$ 42		
Phantom Stock Units	(1)	09/10/2008	A	97.497	(2)	(2)	Common Stock	97.497	\$ 42		

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
Reporting Owner Name / Address	Director	10% Owner	Officer	Other		
FAIRBAIRN URSULA F						
1735 MARKET STREET	X					
PHILADELPHIA, PA 19103-7583						

#### **Signatures**

John J. DiRocco, Jr., Attorney-in-fact for Ursula O. Fairbairn 09/12/2008

\*\*Signature of Reporting Person Date

### **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
  - Total of 8,345.799 Restricted Share Units beneficially owned following reported transaction (33.728 Restricted Share Units under
- (3) Sunoco, Inc.'s Directors' Deferred Compensation Plan I and 25.318 Restricted Share Units under Sunoco, Inc.'s Directors' Deferred Compensation Plan II).
- (2) Not Applicable
- (1) Conversion rate is 1 for 1.
- Total of 13,780.522 Phantom Stock Units beneficially owned following reported transaction (74.444 Phantom Stock Units under Sunoco, (4) Inc.'s Directors' Deferred Compensation Plan I and 23.053 Phanton Stock Units under Sunoco, Inc.'s Directors' Deferred Compensation
- (4) Inc.'s Directors' Deferred Compensation Plan I and 23.053 Phanton Stock Units under Sunoco, Inc.'s Directors' Deferred Compensation Plan II).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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